

ARTICLES OF INCORPORATION
of a
SAMPLE ARTS ORGANIZATION

SAMPLE
SAMPLE

Information about the incorporation process and answers to frequently asked questions are noted in italics in the body of the text.

For the purpose of example, "Sample Arts Organization" is used as the organizational title.

The undersigned adult natural persons, acting as incorporators, hereby establish a nonprofit corporation pursuant to the Utah Nonprofit Corporation and Co-operative Association Act and adopts the following articles of incorporation:

Article I

NAME: The name of the Corporation is *SAMPLE ARTS ORGANIZATION*.

Article II

DURATION: The Corporation shall have perpetual existence.

Existence is generally perpetual but is not required to be. You can state a fixed number of years.

Article III

PURPOSES: The specific purposes and objectives of the Corporation shall include but not be limited to the following:

Define your purpose of existence according to IRS regulations. Note that the language in section a) i, ii, and iii is mandatory.

(a) The Corporation is organized as a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

(b) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah. *(Insert information that is pertinent to your organization here. Add any additional information as necessary in c, d, e, etc.)*

(c)

(d)

(e)

(f) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”

(g) Such other powers as may be exercised by nonprofit organizations under the applicable laws of the State of Utah and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

Article IV

MEMBERSHIP:

An organization may have one or more classes of members or no members. If the organization chooses to have members, this section should define the terms of membership. Or, you may wish to describe membership details in your bylaws in order to avoid having to file amendments each time you make a change to the Articles of Incorporation. Members are not individually or personally liable for the debts or obligations of the corporation.

(Option A) *SAMPLE ARTS ORGANIZATION* shall not have any class of members or stock.

(Option B) *SAMPLE ARTS ORGANIZATION* shall have members as prescribed by its bylaws. Their terms of membership, rights, powers, privileges and immunities shall be as from time to time stated in the bylaws. The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership therein.

Article V

BYLAWS: The initial bylaws of the Corporation shall be as adopted by the board of trustees. Such trustees shall have power to alter, amend or repeal the bylaws and from time to time enforce and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles shall have the effect of giving any trustee

or officer of this Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

Article VI

BOARD OF DIRECTORS:

You are required to have a minimum of three people on your board. Even as a new organization, it is generally recommended that you have more than three members.

The number of members on the Board of Directors of *SAMPLE ARTS ORGANIZATION* shall be three, or more than three, as fixed from time to time by the bylaws of the corporation. The number of trustees constituting the present Board of Directors of the corporation is (*minimum of three*), and the names and addresses of the persons who are to serve as trustees are:

<u>Name</u>	<u>Address</u>
1. Samuel Clemens	647 Canyon Road, Brigham City, UT 84314
2. Jane Eyre	1581 South 750 West, Bountiful, UT 84152
3. William Shakespeare	753 Tragedy Lane, Cedar City, UT 84606

Article VII

INCORPORATORS: The names and addresses of the incorporators are:

Include the names as well as the addresses of the Incorporators

Samuel Clemens	William Shakespeare
647 Canyon Road	753 Tragedy Lane
Brigham City, UT 84314	Cedar City, UT 84606

Jane Eyre
1581 South 750 West
Bountiful, UT 84152

Article VIII

REGISTERED OFFICE AND AGENT: The address of the Corporation's initial registered office shall be:

The address of the corporation's initial registered office, the name of the registered agent and his signature-acknowledging acceptance as such must be included. The address must be a street address. A Post Office Box is not permitted.

SAMPLE ARTS ORGANIZATION
647 Canyon Road
Brigham City, UT 84314

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation. The Corporation's initial registered agent at such address shall be:

Samuel Clemens

I hereby acknowledge and accept appointment as corporate registered agent:

Signature: _____

Article IX

PRINCIPAL PLACE OF BUSINESS: The Principal Place of Business of this Corporation shall be *647 Canyon Road, Brigham City, UT 84314*. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Article X

Nonprofit organizations that are tax-exempt must provide a declaration of distribution of corporate assets. The specific suggested language is as follows:

DISTRIBUTIONS: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI

This language is required by the Federal Government for tax-exempt status.

DISSOLUTION: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

This section of your articles is Mandatory and should closely follow the format shown here:

In witness whereof, we, Samuel Clemens, Jane Eyre and William Shakespeare have executed these Articles of Incorporation in duplicate this 24th day of January, 2000 and say:

That we are all incorporators herein; that we have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, expecting as to matters herein alleged upon information and belief and as to those matters we believe to be true.

Samuel Clemens

William Shakespeare

Jane Eyre *(It is recommended that you have the signatures notarized.)*